

Peter C. Hughes, Esquire  
(Delaware #4180)  
Dilworth Paxson LLP  
1500 Market Street  
Suite 3500E  
Philadelphia, PA 19103  
Tel: (215) 575-7000  
Counsel for Route 553 Retail, LLC

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
(Richmond Division)**

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In re:	:	CHAPTER 11
	:	
CIRCUIT CITY STORES, INC., et al.	:	CASE NO. 08-35653
	:	
Debtors	:	
	:	(Jointly Administered)

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**ORDER PERMITTING DILWORTH PAXSON LLP TO WITHDRAW  
AS COUNSEL FOR 553 RETAIL, LLC FOR CAUSE PURSUANT TO  
LOCAL BANKRUPTCY RULE 2090-1(G)**

AND NOW this \_\_\_\_\_ day of \_\_\_\_\_ 2010, upon consideration of the Motion of Dilworth Paxson LLP to Withdraw as Counsel for Route 553 Retail, LLC for Cause Pursuant to Local Bankruptcy Rule 2090-1(G) (the "Motion"), it is hereby ordered that:

1. The Motion is GRANTED;
2. Dilworth Paxson LLP is hereby permitted immediately to withdraw as counsel for Route 553 Retail, LLC, for cause.
3. The Appearance entered by Dilworth Paxson LLP on behalf of Route 553 Retail, LLC is hereby withdrawn.

Dated: \_\_\_\_\_

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The Honorable Kevin Huennekens  
United States Bankruptcy Judge

WE ASK FOR THIS:

/s/ Peter C. Hughes  
Peter C. Hughes, Esquire  
(Delaware #4180)  
Dilworth Paxson LLP  
1500 Market Street  
Suite 3500E  
Philadelphia, PA 19103  
Tel: (215) 575-7000

Counsel for Route 553 Retail, LLC

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Peter C. Hughes  
Peter C. Hughes

Copy to:

Circuit City Stores, LLC  
4951 Lake Brook Dr  
Glen Allen, VA 23060-9279

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553 Retail, LLC  
c/o Daniel J. Hughes  
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Moorestown, NJ 08057

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CIRCUIT CITY STORES, INC., et al.	:	CASE NO. 08-35653
	:	
Debtors	:	
	:	(Jointly Administered)

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**CERTIFICATION OF SERVICE**

I, Stephanie McFadyen, Paralegal, hereby certify that on the 24<sup>th</sup> day of March, 2010, I served a true copy of the Motion to Withdraw as Counsel for 553 Retail, LLC for Cause Pursuant to Local Bankruptcy Rule 2090-1(G), Notice of Motion and Proposed Form of Order upon all necessary parties listed on the attached service list.

Date: May 5, 2010

/s/ Stephanie McFadyen  
Stephanie McFadyen, Paralegal

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
Richmond Division

In re:

CIRCUIT CITY STORES, INC., et al.,

Debtor.

)  
) Chapter 11  
)  
) Case No. 08-35653 (KRH)  
)  
) Jointly Administered  
)

**AFFIDAVIT OF DANIEL J. HUGHES IN SUPPORT OF  
MOTION OF DILWORTH PAXSON LLP TO WITHDRAW AS COUNSEL FOR 553  
RETAIL, LLC FOR CAUSE PURSUANT TO LOCAL BANKRUPTCY RULE 2090-1(G)**

COMMONWEALTH OF PENNSYLVANIA

:

: SS

COUNTY OF PHILADELPHIA

:

I, Daniel J. Hughes, principal of Route 553 Retail, LLC ("Route 553"), being duly sworn,  
deposes and says that:

1. Soon after the filing of this bankruptcy case, Route 553 retained Dilworth Paxson LLP ("Dilworth") to represent its interest in the matter. On December 19, 2008, Dilworth filed a Notice of Appearance and Request for Service of Notices and Pleadings (the "Appearance") on behalf of Route 553. Docket No. 1125.

2. Route 553 holds a general unsecured claim against the Debtors in the amount of \$639,952.35. Claim No. 6644.

3. Given the anticipated distribution to unsecured creditors under the Debtors' Plan of Reorganization, I have determined that it is no longer economical for Dilworth to represent Route 553 in this bankruptcy case.

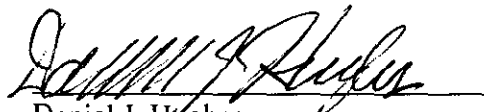
4. Accordingly, I have requested that Dilworth take affirmative steps to withdraw as counsel in this matter.

5. On March 25, 2010, Dilworth filed the Motion to Withdraw as Counsel for Route 553 Retail, LLC for Cause Pursuant to Local Bankruptcy Rule 2090-1(G) (the "Motion").

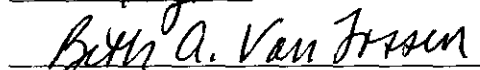
6. On March 25, 2010, a Notice of the Motion was filed and served upon all parties shown on the Certificate of Service with respect to the Motion that was filed. I was served with a copy of the Motion as principal of Route 553.

7. Route 553 hereby consents to the relief requested in the Motion.

8. Therefore, Route 553 respectfully requests that the Court enter an Order permitting Dilworth to withdraw as Route 553's counsel in this case immediately for cause and providing that the Appearance is deemed withdrawn.

  
Daniel J. Hughes

Sworn to and subscribed  
Before me, this 28 day of  
May, 2010

  
Notary Public

**BETH A. VAN FOSSEN**  
NOTARY PUBLIC OF NEW JERSEY  
MY COMMISSION EXPIRES NOV. 19, 2012